



HEALTH ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2005
OF THE CONDITION AND AFFAIRS OF THE

Fidelis SecureCare of Michigan Inc.

NAIC Group Code	3744		NAIC Company Code	10769	Employer's ID Number	30-0312489
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health [] Property/Casualty [] Dental Service Corporation [] Vision Service Corporation [] Other [] Health Maintenance Organization [X] Hospital, Medical & Dental Service or Indemnity [] Is HMO, Federally Qualified? Yes [X] No []					
Incorporated/Organized	12/09/2004		Commenced Business	07/15/2005		
Statutory Home Office	38777 West Six Mile Road, Suite 207			Livonia, MI 48152		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	1700 East Golf Road, Suite 1115					
	Schaumburg, IL 60173			847-605-0501		
	(City or Town, State and Zip Code)			(Area Code) (Telephone Number)		
Mail Address	1700 East Golf Road, Suite 1115			Schaumburg, IL 60173		
	(Street and Number or P.O. Box)			(City or Town, State and Zip Code)		
Primary Location of Books and Records	1700 East Golf Road, Suite 1115					
	Schaumburg, IL 60173			847-605-0501-103		
	(City or Town, State and Zip Code)			(Area Code) (Telephone Number)		
Internet Website Address	www.fidelissc.com					
Statutory Statement Contact	Tim Duffy Mr.			847-605-0501-103		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	tim.duffy@fidelissc.com			847-517-1085		
	(E-mail Address)			(FAX Number)		
Policyowner Relations Contact	38777 West Six Mile Road, Suite 207					
	Livonia, MI 48152			734-779-1681		
	(City or Town, State and Zip Code)			(Area Code) (Telephone Number) (Extension)		

OFFICERS

Name	Title	Name	Title
Robert Abrams	President	Samuel Willcoxon	Secretary
David Goltz #	Treasurer		

OTHER OFFICERS

DIRECTORS OR TRUSTEES

Jerome Wilborn	Samuel Willcoxon	Robert Abrams	David Goltz #
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State of

County of ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

David Goltz Treasurer	Samuel Willcoxon Secretary	Robert Abrams President
Subscribed and sworn to before me this		
day of ,		
a. Is this an original filing? Yes [X] No []		
b. If no,		
1. State the amendment number		
2. Date filed		
3. Number of pages attached		

**ANNUAL STATEMENT FOR THE YEAR 2005 OF THE
Fidelis SecureCare of Michigan Inc.**

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

[illegible]

EXHIBIT 3 - HEALTH CARE RECEIVABLES

19

EXHIBIT 4 – CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

722,474 includes \$150,000 of anticipated expenses that will be reimbursed by our Reinsurance underwriter. Our uncovered medical expense is 572,474.

**ANNUAL STATEMENT FOR THE YEAR 2005 OF THE
Fidelis SecureCare of Michigan Inc.**

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

**ANNUAL STATEMENT FOR THE YEAR 2005 OF THE
Fidelis SecureCare of Michigan Inc.**

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

EXHIBIT 7 PART 1- SUMMARY OF TRANSACTIONS WITH PROVIDERS

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
NONE					
9999999 Totals			XXX	XXX	XXX

ANNUAL STATEMENT FOR THE YEAR 2005 OF THE
Fidelis SecureCare of Michigan Inc.

EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1	2	3	4	5	6
	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1. Administrative furniture and equipment	NONE					
2. Medical furniture, equipment and fixtures						
3. Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
5. Other property and equipment						
6. Total	0	0	0	0	0	0



ANNUAL STATEMENT FOR THE YEAR 2005 OF THE
Fidelis SecureCare of Michigan Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION _____ 2. _____ (LOCATION)

NAIC Group Code	3744	BUSINESS IN THE STATE OF Michigan			DURING THE YEAR 2005					NAIC Company Code			10769
	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior Year		0											
2. First Quarter		0						0					
3. Second Quarter		0						0					
4. Third Quarter		47						47					
5. Current Year		192						192					
6. Current Year Member Months		526						526					
Total Member Ambulatory Encounters for Year:													
7. Physician		0						0					
8. Non-Physician		0						0					
9. Total		0	0	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred		603						603					
11. Number of Inpatient Admissions		48						48					
12. Health Premiums Written.....		828,748						828,748					
13. Life Premiums Direct		0						0					
14. Property/Casualty Premiums Written.....		0						0					
15. Health Premiums Earned.....		828,748						828,748					
16. Property/Casualty Premiums Earned.....		0						0					
17. Amount Paid for Provision of Health Care Services		174,663						174,663					
18. Amount Incurred for Provision of Health Care Services		897,137						897,137					

(a) For health business: number of persons insured under PPO managed care products _____ and number of persons under indemnity only products _____

30.MI



ANNUAL STATEMENT FOR THE YEAR 2005 OF THE
Fidelis SecureCare of Michigan Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

2. _____

NAIC Group Code		3744		BUSINESS IN THE STATE OF Consolidated		DURING THE YEAR 2005							NAIC Company Code		10769	
		1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13		
			2	3												
		Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other		
Total Members at end of:																
1. Prior Year		0	0	0	0	0	0	0	0	0	0	0	0	0		
2. First Quarter		0	0	0	0	0	0	0	0	0	0	0	0	0		
3. Second Quarter		0	0	0	0	0	0	0	0	0	0	0	0	0		
4. Third Quarter		47	0	0	0	0	0	0	47	0	0	0	0	0		
5. Current Year		192	0	0	0	0	0	0	192	0	0	0	0	0		
6. Current Year Member Months		526	0	0	0	0	0	0	526	0	0	0	0	0		
Total Member Ambulatory Encounters for Year:																
7. Physician		0	0	0	0	0	0	0	0	0	0	0	0	0		
8. Non-Physician		0	0	0	0	0	0	0	0	0	0	0	0	0		
9. Total		0	0	0	0	0	0	0	0	0	0	0	0	0		
10. Hospital Patient Days Incurred		603	0	0	0	0	0	0	603	0	0	0	0	0		
11. Number of Inpatient Admissions		48	0	0	0	0	0	0	48	0	0	0	0	0		
12. Health Premiums Written.....		828,748	0	0	0	0	0	0	828,748	0	0	0	0	0		
13. Life Premiums Direct		0	0	0	0	0	0	0	0	0	0	0	0	0		
14. Property/Casualty Premiums Written.....		0	0	0	0	0	0	0	0	0	0	0	0	0		
15. Health Premiums Earned.....		828,748	0	0	0	0	0	0	828,748	0	0	0	0	0		
16. Property/Casualty Premiums Earned.....		0	0	0	0	0	0	0	0	0	0	0	0	0		
17. Amount Paid for Provision of Health Care Services		174,663	0	0	0	0	0	0	174,663	0	0	0	0	0		
18. Amount Incurred for Provision of Health Care Services		897,137	0	0	0	0	0	0	897,137	0	0	0	0	0		

(a) For health business: number of persons insured under PPO managed care products 0 and number of persons under indemnity only products 0

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1. Book/adjusted carrying value, December 31, prior year.....	0
2. Increase (decrease) by adjustment:	
2.1 Totals, Part 1, Column 11	0
2.2 Totals, Part 3, Column 7	0
3. Cost of acquired, (Totals, Part 2, Column 6, net of encumbrances (Column 7) and net acquisitions and permanent improvements (Column 9)	0
4. Cost of additions and permanent improvements:	
4.1 Totals, Part 1, Column 14.....	0
4.2 Totals, Part 3, Column 9	0
5. Total profit (loss) on sales, Part 3, Column 14	0
6. Increase (decrease) by foreign exchange adjustment:	
6.1 Totals, Part 1, Column 12.....	0
6.2 Totals, Part 3, Column 8	0
7. Amounts received on sales, Part 3, Column 11 and Part 1, Column 13	0
8. Book/adjusted carrying value at end of current period	0
9. Total valuation allowance	
10. Subtotal (Lines 8 plus 9)	0
11. Total nonadmitted amounts	
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	0

NONE

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

1. Book value/recorded investment excluding accrued interest of mortgages owned, December 31 of prior year	0
2. Amount loaned during year:	
2.1 Actual cost at time of acquisitions	
2.2 Additional investment made after acquisitions	0
3. Accrual of discount and mortgage interest points and commitment fees	
4. Increase (decrease) by adjustment	
5. Total profit (loss) on sale	
6. Amounts paid on account or in full during the year	
7. Amortization of premium	
8. Increase (decrease) by foreign exchange adjustment	
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	0
10. Total valuation allowance	
11. Subtotal (Lines 9 plus 10)	0
12. Total nonadmitted amounts	
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column).....	0

NONE

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Long-Term Invested Assets

1. Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year	0
2. Cost of acquisitions during year:	
2.1 Actual cost at time of acquisitions	
2.2 Additional investment made after acquisitions	0
3. Accrual of discount	
4. Increase (decrease) by adjustment	
5. Total profit (loss) on sale	0
6. Amounts paid on account or in full during the year	
7. Amortization of premium	
8. Increase (decrease) by foreign exchange adjustment	
9. Book/adjusted carrying value of long-term invested assets at end of current period	0
10. Total valuation allowance	
11. Subtotal (Lines 9 plus 10)	0
12. Total nonadmitted amounts	
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3).....	0

NONE

ANNUAL STATEMENT FOR THE YEAR 2005 OF THE
Fidelis SecureCare of Michigan Inc.

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments, Schedules D & DA (Group 1)											
1.1 Class 1		517,763				517,763	100.0	.0	.0	517,763	
1.2 Class 2 .....						.0	0.0	.0	0.0		
1.3 Class 3 .....						.0	0.0	.0	0.0		
1.4 Class 4 .....						.0	0.0	.0	0.0		
1.5 Class 5 .....						.0	0.0	.0	0.0		
1.6 Class 6						0	0.0	0	0.0		
1.7 Totals	0	517,763	0	0	0	517,763	100.0	0	0.0	517,763	0
2. All Other Governments, Schedules D & DA (Group 2)											
2.1 Class 1 .....						.0	0.0	.0	0.0		
2.2 Class 2 .....						.0	0.0	.0	0.0		
2.3 Class 3 .....						.0	0.0	.0	0.0		
2.4 Class 4 .....						.0	0.0	.0	0.0		
2.5 Class 5 .....						.0	0.0	.0	0.0		
2.6 Class 6						0	0.0	0	0.0		
2.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
3. States, Territories and Possessions etc., Guaranteed, Schedules D & DA (Group 3)											
3.1 Class 1 .....						.0	0.0	.0	0.0		
3.2 Class 2 .....						.0	0.0	.0	0.0		
3.3 Class 3 .....						.0	0.0	.0	0.0		
3.4 Class 4 .....						.0	0.0	.0	0.0		
3.5 Class 5 .....						.0	0.0	.0	0.0		
3.6 Class 6						0	0.0	0	0.0		
3.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
4. Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1 Class 1 .....						.0	0.0	.0	0.0		
4.2 Class 2 .....						.0	0.0	.0	0.0		
4.3 Class 3 .....						.0	0.0	.0	0.0		
4.4 Class 4 .....						.0	0.0	.0	0.0		
4.5 Class 5 .....						.0	0.0	.0	0.0		
4.6 Class 6						0	0.0	0	0.0		
4.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
5. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1 Class 1 .....						.0	0.0	.0	0.0		
5.2 Class 2 .....						.0	0.0	.0	0.0		
5.3 Class 3 .....						.0	0.0	.0	0.0		
5.4 Class 4 .....						.0	0.0	.0	0.0		
5.5 Class 5 .....						.0	0.0	.0	0.0		
5.6 Class 6						0	0.0	0	0.0		
5.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

ANNUAL STATEMENT FOR THE YEAR 2005 OF THE
Fidelis SecureCare of Michigan Inc.

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Class 1 .....						.0	.0	.0	.0		
6.2 Class 2 .....						.0	.0	.0	.0		
6.3 Class 3 .....						.0	.0	.0	.0		
6.4 Class 4 .....						.0	.0	.0	.0		
6.5 Class 5 .....						.0	.0	.0	.0		
6.6 Class 6						0	0.0	0	0.0		
6.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Class 1 .....						.0	.0	.0	.0		
7.2 Class 2 .....						.0	.0	.0	.0		
7.3 Class 3 .....						.0	.0	.0	.0		
7.4 Class 4 .....						.0	.0	.0	.0		
7.5 Class 5 .....						.0	.0	.0	.0		
7.6 Class 6						0	0.0	0	0.0		
7.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Class 1 .....						.0	.0	.0	.0		
8.2 Class 2 .....						.0	.0	.0	.0		
8.3 Class 3 .....						.0	.0	.0	.0		
8.4 Class 4 .....						.0	.0	.0	.0		
8.5 Class 5 .....						.0	.0	.0	.0		
8.6 Class 6						0	0.0	0	0.0		
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Class 1 .....						.0	.0	.0	.0		
9.2 Class 2 .....						.0	.0	.0	.0		
9.3 Class 3 .....						.0	.0	.0	.0		
9.4 Class 4 .....						.0	.0	.0	.0		
9.5 Class 5 .....						.0	.0	.0	.0		
9.6 Class 6						0	0.0	0	0.0		
9.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

ANNUAL STATEMENT FOR THE YEAR 2005 OF THE
Fidelis SecureCare of Michigan Inc.

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

	1	2	3	4	5	6	7	8	9	10	11
Quality Rating per the NAIC Designation	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Col. 6 as a % of Line 10.7	Total from Col. 6 Prior Year	% From Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed (a)
10. Total Bonds Current Year											
10.1 Class 1 .....	.0	517,763	.0	.0	.0	517,763	100.0	XXX.	XXX.	517,763	.0
10.2 Class 2 .....	.0	.0	.0	.0	.0	.0	0.0	XXX.	XXX.	.0	.0
10.3 Class 3 .....	.0	.0	.0	.0	.0	.0	0.0	XXX.	XXX.	.0	.0
10.4 Class 4 .....	.0	.0	.0	.0	.0	.0	0.0	XXX.	XXX.	.0	.0
10.5 Class 5 .....	.0	.0	.0	.0	.0	(c) .0	0.0	XXX.	XXX.	.0	.0
10.6 Class 6 .....	.0	.0	.0	.0	.0	(c) .0	0.0	XXX.	XXX.	.0	.0
10.7 Totals .....	.0	517,763	.0	.0	.0	(b) 517,763	100.0	XXX.	XXX.	517,763	.0
10.8 Line 10.7 as a % of Col. 6	0.0	100.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	0.0
11. Total Bonds Prior Year											
11.1 Class 1 .....	.0	.0	.0	.0	.0	XXX.	XXX.	.0	0.0	.0	.0
11.2 Class 2 .....	.0	.0	.0	.0	.0	XXX.	XXX.	.0	0.0	.0	.0
11.3 Class 3 .....	.0	.0	.0	.0	.0	XXX.	XXX.	.0	0.0	.0	.0
11.4 Class 4 .....	.0	.0	.0	.0	.0	XXX.	XXX.	.0	0.0	.0	.0
11.5 Class 5 .....	.0	.0	.0	.0	.0	XXX.	XXX.	(c) .0	0.0	.0	.0
11.6 Class 6 .....	.0	.0	.0	.0	.0	XXX.	XXX.	(c) .0	0.0	.0	.0
11.7 Totals .....	.0	.0	.0	.0	.0	XXX.	XXX.	(b) .0	0.0	.0	.0
11.8 Line 11.7 as a % of Col. 8	0.0	0.0	0.0	0.0	0.0	XXX	XXX	0.0	XXX	0.0	0.0
12. Total Publicly Traded Bonds											
12.1 Class 1		517,763				517,763	100.0	.0	0.0	517,763	XXX.
12.2 Class 2 .....						.0	0.0	.0	0.0	.0	XXX.
12.3 Class 3 .....						.0	0.0	.0	0.0	.0	XXX.
12.4 Class 4 .....						.0	0.0	.0	0.0	.0	XXX.
12.5 Class 5 .....						.0	0.0	.0	0.0	.0	XXX.
12.6 Class 6						0	0.0	0	0.0	0	XXX.
12.7 Totals .....	.0	517,763	.0	.0	.0	517,763	100.0	.0	0.0	517,763	XXX.
12.8 Line 12.7 as a % of Col. 6	0.0	100.0	0.0	0.0	0.0	100.0	XXX.	XXX.	XXX.	100.0	XXX.
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	0.0	100.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
13. Total Privately Placed Bonds											
13.1 Class 1 .....						.0	0.0	.0	0.0	XXX.	.0
13.2 Class 2 .....						.0	0.0	.0	0.0	XXX.	.0
13.3 Class 3 .....						.0	0.0	.0	0.0	XXX.	.0
13.4 Class 4 .....						.0	0.0	.0	0.0	XXX.	.0
13.5 Class 5 .....						.0	0.0	.0	0.0	XXX.	.0
13.6 Class 6						0	0.0	0	0.0	XXX.	0
13.7 Totals .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	XXX.	.0
13.8 Line 13.7 as a % of Col. 6	0.0	0.0	0.0	0.0	0.0	0.0	XXX.	XXX.	XXX.	XXX.	0.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

(a) Includes \$ freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
(b) Includes \$ current year, \$ prior year of bonds with Z designations and \$, current year, \$ prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.
(c) Includes \$ current year, \$ prior year of bonds with 5* designations and \$, current year, \$ prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

ANNUAL STATEMENT FOR THE YEAR 2005 OF THE
Fidelis SecureCare of Michigan Inc.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. U.S. Governments, Schedules D & DA (Group 1)											
1.1 Issuer Obligations		517,763				517,763	100.0	.0	.0	517,763	
1.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0	0	0.0		
1.7 Totals	0	517,763	0	0	0	517,763	100.0	0	0.0	517,763	0
2. All Other Governments, Schedules D & DA (Group 2)											
2.1 Issuer Obligations .....						.0	.0	.0	.0		
2.2 Single Class Mortgage-Backed/Asset-Backed Securities .....						.0	.0	.0	.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
2.3 Defined .....						.0	.0	.0	.0		
2.4 Other .....						.0	.0	.0	.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES											
2.5 Defined .....						.0	.0	.0	.0		
2.6 Other						0	0.0	0	0.0		
2.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
3. States, Territories, and Possessions Guaranteed, Schedules D & DA (Group 3)											
3.1 Issuer Obligations .....						.0	.0	.0	.0		
3.2 Single Class Mortgage-Backed/Asset-Backed Securities .....						.0	.0	.0	.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
3.3 Defined .....						.0	.0	.0	.0		
3.4 Other .....						.0	.0	.0	.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES											
3.5 Defined .....						.0	.0	.0	.0		
3.6 Other						0	0.0	0	0.0		
3.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
4. Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1 Issuer Obligations .....						.0	.0	.0	.0		
4.2 Single Class Mortgage-Backed/Asset-Backed Securities .....						.0	.0	.0	.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
4.3 Defined .....						.0	.0	.0	.0		
4.4 Other .....						.0	.0	.0	.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES											
4.5 Defined .....						.0	.0	.0	.0		
4.6 Other						0	0.0	0	0.0		
4.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
5. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1 Issuer Obligations .....						.0	.0	.0	.0		
5.2 Single Class Mortgage-Backed/Asset-Backed Securities .....						.0	.0	.0	.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
5.3 Defined .....						.0	.0	.0	.0		
5.4 Other .....						.0	.0	.0	.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES											
5.5 Defined .....						.0	.0	.0	.0		
5.6 Other						0	0.0	0	0.0		
5.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

ANNUAL STATEMENT FOR THE YEAR 2005 OF THE
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SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Issuer Obligations .....						.0	.0.0	.0	.0.0		
6.2 Single Class Mortgage-Backed/Asset-Based Securities .....						.0	.0.0	.0	.0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE- BACKED SECURITIES											
6.3 Defined .....						.0	.0.0	.0	.0.0		
6.4 Other .....						.0	.0.0	.0	.0.0		
MULTI-CLASS COMMERCIAL MORTGAGE- BACKED/ASSET-BACKED SECURITIES											
6.5 Defined .....						.0	.0.0	.0	.0.0		
6.6 Other .....						.0	.0.0	.0	.0.0		
6.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Issuer Obligations .....						.0	.0.0	.0	.0.0		
7.2 Single Class Mortgage-Backed/Asset-Based Securities .....						.0	.0.0	.0	.0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE- BACKED SECURITIES											
7.3 Defined .....						.0	.0.0	.0	.0.0		
7.4 Other .....						.0	.0.0	.0	.0.0		
MULTI-CLASS COMMERCIAL MORTGAGE- BACKED/ASSET-BACKED SECURITIES											
7.5 Defined .....						.0	.0.0	.0	.0.0		
7.6 Other .....						.0	.0.0	.0	.0.0		
7.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Issuer Obligations .....						.0	.0.0	.0	.0.0		
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
9. Parents, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Issuer Obligations .....						.0	.0.0	.0	.0.0		
9.2 Single Class Mortgage-Backed/Asset-Based Securities .....						.0	.0.0	.0	.0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE- BACKED SECURITIES											
9.3 Defined .....						.0	.0.0	.0	.0.0		
9.4 Other .....						.0	.0.0	.0	.0.0		
MULTI-CLASS COMMERCIAL MORTGAGE- BACKED/ASSET-BACKED SECURITIES											
9.5 Defined .....						.0	.0.0	.0	.0.0		
9.6 Other0	.0.0	.0	.0.0		
9.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

ANNUAL STATEMENT FOR THE YEAR 2005 OF THE
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SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total From Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
10. Total Bonds Current Year											
10.1 Issuer Obligations	0	517,763	0	0	0	517,763	100.0	XXX	XXX	517,763	0
10.2 Single Class Mortgage-Backed/Asset-Backed Securities	0	0	0	0	0	0	0.0	XXX	XXX	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
10.3 Defined	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.4 Other	0	0	0	0	0	0	0.0	XXX	XXX	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
10.5 Defined	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.6 Other	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.7 Totals	0	517,763	0	0	0	517,763	100.0	XXX	XXX	517,763	0
10.8 Line 10.7 as a % of Col. 6	0.0	100.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	0.0
11. Total Bonds Prior Year											
11.1 Issuer Obligations	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.2 Single Class Mortgage-Backed/Asset-Backed Securities	0	0	0	0	0	XXX	XXX	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
11.3 Defined	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.4 Other	0	0	0	0	0	XXX	XXX	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
11.5 Defined	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.6 Other	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.7 Totals	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.8 Line 11.7 as a % of Col. 8	0.0	0.0	0.0	0.0	0.0	XXX	XXX	0.0	XXX	0.0	0.0
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations		517,763				517,763	100.0	0	0.0	517,763	XXX
12.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0	0	0.0	0	XXX
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
12.3 Defined						0	0.0	0	0.0	0	XXX
12.4 Other						0	0.0	0	0.0	0	XXX
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
12.5 Defined						0	0.0	0	0.0	0	XXX
12.6 Other						0	0.0	0	0.0	0	XXX
12.7 Totals	0	517,763	0	0	0	517,763	100.0	0	0.0	517,763	XXX
12.8 Line 12.7 as a % of Col. 6	0.0	100.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	0.0	100.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
13. Total Privately Placed Bonds											
13.1 Issuer Obligations						0	0.0	0	0.0	XXX	0
13.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0	0	0.0	XXX	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
13.3 Defined						0	0.0	0	0.0	XXX	0
13.4 Other						0	0.0	0	0.0	XXX	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
13.5 Defined						0	0.0	0	0.0	XXX	0
13.6 Other						0	0.0	0	0.0	XXX	0
13.7 Totals	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.8 Line 13.7 as a % of Col. 6	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

Schedule DA - Part 2

NONE

Schedule DB - Part A - VBY

NONE

Schedule DB - Part B - VBY

NONE

Schedule DB - Part C - VBY

NONE

Schedule DB - Part D - VBY

NONE

Schedule DB - Part E - VBY

NONE

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

Schedule S - Part 1 - Section 2

NONE

SCHEDULE S - PART 2

[illegible]

SCHEDULE S - PART 3 - SECTION 2

[illegible]

SCHEDULE S - PART 4

[illegible]

Schedule S-Part 5
Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2005	2 2004	3 2003	4 2002	5 2001
A. OPERATIONS ITEMS					
1. Premiums.....	0	.0	0	.0	.0
2. Title XVIII-Medicare.....	14	.0	0	.0	.0
3. Title XIX-Medicaid.....	0	.0	0	.0	.0
4. Commissions and reinsurance expense allowance.....		.0	0	.0	.0
5. Total hospital and medical expenses.....	150	.0	0	.0	.0
B. BALANCE SHEET ITEMS					
6. Premiums receivable .....		.0	0	.0	.0
7. Claims payable.....	150	.0	0	.0	.0
8. Reinsurance recoverable on paid losses.....	0	.0	0	.0	.0
9. Experience rating refunds due or unpaid.....		.0	0	.0	.0
10. Commissions and reinsurance expense allowances unpaid.....		.0	0	.0	.0
11. Unauthorized reinsurance offset.....	0	.0	0	.0	.0
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F).....	0	.0	0	.0	.0
13. Letters of credit (L).....	0	.0	0	.0	.0
14. Trust agreements (T).....	0	.0	0	.0	.0
15. Other (O)	0	0	0	0	0

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SCHEDULE S-PART 6
Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 10)	1,938,885		1,938,885
2. Accident and health premiums due and unpaid (Line 13).....	160,092		160,092
3. Amounts recoverable from reinsurers (Line 14.1).....	0		0
4. Net credit for ceded reinsurance.....	XXX	150,000	150,000
5. All other admitted assets (Balance).....	111,958		111,958
6. Total assets (Line 26)	2,210,935	150,000	2,360,935
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1).....	572,474	150,000	722,474
8. Accrued medical incentive pool and bonus payments (Line 2).....	0		0
9. Premiums received in advance (Line 8).....	0		0
10. Reinsurance in unauthorized companies (Line 18).....	0		0
11. All other liabilities (Balance).....	51,105		51,105
12. Total liabilities (Line 22).....	623,579	150,000	773,579
13. Total capital and surplus (Line 31).....	1,587,356	XXX	1,587,356
14. Total liabilities, capital and surplus (Line 32)	2,210,935	150,000	2,360,935
NET CREDIT FOR CEDED REINSURANCE			
15. Claims unpaid.....	150,000		
16. Accrued medical incentive pool.....	0		
17. Premiums received in advance	0		
18. Reinsurance recoverable on paid losses	0		
19. Other ceded reinsurance recoverables	0		
20. Total ceded reinsurance recoverables	150,000		
21. Premiums receivable	0		
22. Unauthorized reinsurance	0		
23. Other ceded reinsurance payables/offsets	0		
24. Total ceded reinsurance payable/offsets	0		
25. Total net credit for ceded reinsurance	150,000		

SCHEDULE Y

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2005 OF THE
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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of **WAIVED** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING		Responses
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	.....YES.....
2.	Will an actuarial opinion be filed by March 1?	.....YES.....
3.	Will the Risk-based Capital Report be filed with the NAIC by March 1?	.....YES.....
4.	Will the Risk-based Capital be filed with the state of domicile, if required by March 1?	.....YES.....
APRIL FILING		
5.	Will Management's Discussion and Analysis be filed by April 1?	.....YES.....
6.	Will the Investment Risks Interrogatories be filed by April 1?	.....YES.....
JUNE FILING		
7.	Will an audited financial report be filed by June 1?	.....YES.....

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING		
8.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	.....NO.....
9.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	.....NO.....
10.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	.....NO.....
11.	Will the Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	.....SEE EXPLANATION.....
APRIL FILING		
12.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile by April 1?	.....NO.....
13.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	.....NO.....
14.	Will the Supplemental Property/Casualty data due April 1 be filed with the state of domicile and the NAIC?	.....NO.....

EXPLANATION:

8.
9.
10.
11. WE HAVE LESS THAN 100 SHAREHOLDERS
12.
13.
14.

BAR CODE:

8.

10769200536058000

9.

10769200520500000

10.

10769200520700000

12.

10769200533058000

13.

10769200521158000

14.

10769200521300000

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